

GAP INC
Form 3
May 24, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bazzano Dara | | | (Month/Day/Year) | GAP INC [GPS] | |
| (Last) | (First) | (Middle) | 05/17/2017 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| TWO FOLSOM ST | | | | | |
| (Street) | | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94105-1205 | | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | | VP & Chief Actgng Ofcr | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,866 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|--------------|--------------|--------------|--------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u> | 03/13/2027 | Common Stock | 6,000 | \$ 23.54 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(2)</u> | 03/14/2026 | Common Stock | 4,800 | \$ 30.18 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(3)</u> | 03/16/2025 | Common Stock | 3,100 | \$ 41.27 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(4)</u> | 03/17/2024 | Common Stock | 3,100 | \$ 42.2 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(5)</u> | 08/20/2023 | Common Stock | 3,200 | \$ 43.31 | D | Â |
| Restricted Stock Unit <u>(6)</u> | Â <u>(7)</u> | Â <u>(8)</u> | Common Stock | 20,975 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bazzano Dara TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205 | Â | Â | Â VP & Chief Acting Ofcr | Â |

Signatures

By: Marie Ma, Power of Attorney For: Dara Bazzano

05/24/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 13, 2017, the reporting person was granted an option to purchase a total of 6,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
 - (2) On March 14, 2016, the reporting person was granted an option to purchase a total of 4,800 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
 - (3) On March 16, 2015, the reporting person was granted an option to purchase a total of 3,100 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
 - (4) On March 17, 2014, the reporting person was granted an option to purchase a total of 3,100 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
 - (5) On August 20, 2013, the reporting person was granted an option to purchase a total of 3,200 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
 - (6) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
 - (7) Represents eight grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 800 shares vest on August 20, 2017; 1,750 shares vest on November 12, 2017; 1,500 shares vest on March 13, 2018; 2,950 shares vest on March 14, 2018; 2,025 shares vest on March 16, 2018; 775 shares vest on March 17, 2018; 1,750 shares vest on November 12, 2018; 1,500 shares vest on March 13, 2019;

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2,950 shares vest on March 14, 2019; 775 shares vest on March 16, 2019; 1,500 shares vest on March 13, 2020, 1,200 shares vest on March 14, 2020 and 1,500 shares vest on March 13, 2021.

(8) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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